

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

Roger Krueger; Jeffrey Olson;  
Edward Pope; Deborah Tuckner;  
Bernice Hillukka; and Susan Wones,  
individually and as representatives of  
a, class of similarly situated persons,  
and on behalf of the Ameriprise  
Financial 401(k) Plan,

Plaintiffs,

v.

Ameriprise Financial, Inc.;  
Ameriprise Financial, Inc. Employee  
Benefits Administration Committee;  
Michelle Rudlong; Ameriprise  
Financial, Inc. 401(k) Investment  
Committee; Compensation and  
Benefits Committee of the Board of  
Directors of Ameriprise Financial,  
Inc.; Ira D. Hall; Warren D.  
Knowlton; W. Walker Lewis; Siri S.  
Marshall; Jeffrey Noddle; Richard F.  
Powers III; Robert F. Sharpe, Jr., and  
John Does 1-60,

Defendants.

Civil File No. 11-CV-02781 (SRN/JSM)

**DEFENDANTS' MOTION TO DISMISS  
FOR FAILURE TO STATE A CLAIM  
OR, ALTERNATIVELY,  
FOR PARTIAL SUMMARY  
JUDGMENT**

Defendants Ameriprise Financial, Inc., Ameriprise Financial, Inc. Employee  
Benefits Administration Committee, Michelle Rudlong, Ameriprise Financial, Inc. 401(k)  
Investment Committee, Compensation and Benefits Committee of the Board of  
Directors of Ameriprise Financial, Inc., Ira D. Hall, Warren D. Knowlton, W. Walker  
Lewis, Siri S. Marshall, Jeffrey Noddle, Richard F. Powers III, and Robert F. Sharpe, Jr.

hereby respectfully move the Court for an Order dismissing the Class Action Complaint with prejudice for failure to state a claim, pursuant to Federal Rules of Civil Procedure (“F.R.C.P.”) Rule 12(b)(6), or, in the alternative, with respect to Counts III, IV and VII, for summary judgment, pursuant to F.R.C.P. Rules 12(d) and 56, on the grounds that the investment options at issue are within exemptions as authorized by law. This motion is based upon all the files and records herein, including the parties’ memorandum of law and all exhibits and affidavits thereto, which will be submitted in compliance with the rules of Court, as well as the arguments of counsel.

Dated: November 10, 2011

**DORSEY & WHITNEY LLP**

By s/ Stephen P. Lucke

Stephen P. Lucke #154210

lucke.steve@dorsey.com

Kirsten E. Schubert #0388396

schubert.kirsten@dorsey.com

Suite 1500, 50 South Sixth Street

Minneapolis, MN 55402-1498

Telephone: (612) 340-2600

*Attorneys for Defendants*

**O’MELVENY & MYERS LLP**

Benjamin G. Bradshaw

Shannon M. Barrett

1625 Eye Street, NW

Washington, D.C. 20006

*Attorneys for Defendants*

*Minnesota Pro Hac Vice Admission Pending*